

Hanoi, day 29th March 2023

DRAFT

RESOLUTION

ANNUAL GENERAL SHAREHOLDERS' MEETING OF 2023

THE GENERAL SHAREHOLDERS' MEETING OF VIETNAM TECHNOLOGICAL AND COMMERCIAL JOINT-STOCK BANK

- Pursuant to the Law on Enterprises of 2020 and the Law Amending and Supplementing a Number of Articles of the Law on Enterprises;
- Pursuant to the Law on Securities of 2019;
- Pursuant to the Law on Credit Institutions of 2010 and the Law Amending and Supplementing a Number of Articles of the Law on Credit Institutions of 2017;
- Pursuant to the Charter of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank);
- Pursuant to the Minutes of the Annual General Shareholders' Meeting of , 2023 of Techcombank,

RESOLVES

Article 1: The Annual General Shareholders' Meeting of Vietnam Technological and Commercial Joint-Stock Bank (Techcombank) on __ April 4, 2023 considers, and decides to approve, the following:

1. Approve the 2022 business performance report and the 2023 business plan and budget, including the remuneration budget of the Board of Directors and the Supervisory Board in 2023; the Board of Directors is responsible for reviewing and deciding the implementation of the 2023 business plan and budget according to the report of the Board of Directors set forth in Document No. ____/2023/HDQT-TCB dated __/__/2023.
2. Approve the report of the Board of Directors on the operation of the Board of Directors and performance of each Board member in 2022, according to the report of the Board of Directors in Document No. ____/2023 /HDQT-TCB dated __/__/2023.
3. Approve the report of the Supervisory Board's performance in 2022 according to the report of the Supervisory Board in Document No. ____/2023/BC-BKS dated __/__/2023.
4. Approve the list of independent audit firms to be considered and selected for the auditing of Techcombank between two Annual General Shareholders' Meetings (including Ernst & Young Vietnam Co., Ltd., KPMG Vietnam Co., Ltd., and PwC Vietnam Co., Ltd.) according to the report of the Supervisory Board in Document No. ____/2023/BC-BKS dated __/__/2023.

5. Approve the 2022 separate and consolidated financial statements of Techcombank and its subsidiaries/affiliates, which have been independently audited, according to the report of the Supervisory Board.
6. Approve the appropriation of reserves and distribution of profits in 2022, and non-payment of dividends in 2022 in order to supplement capital for Techcombank's business operations according to the report of the Board of Directors in Proposal No. ____/2023/HĐQT- TCB dated __/__/2023.
7. Approve TCB's plan to purchase privately-placed shares of Techcom Securities (TCBS) according to the report of the Board of Directors in Proposal No. ____/2023/HĐQT- TCB dated __/__/2023.
 - 7.1. Agree/approve Techcombank's purchase of privately-placed shares of Techcom Securities (TCBS) according to the attached Plan.
 - 7.2. Assign Techcombank's Board of Directors to take full accountability in deciding the following:
 - 7.2.1. Review and make decision on all matters related to the implementation of the content in Section 7.1 above in accordance with the law, including but not limited to the following :
 - 7.2.1.1. Make decision to adjust/change the plan to suit Techcombank's purchase of privately-placed shares of Techcom Securities (TCBS).
 - 7.2.1.2. Make decision to disclose information in accordance with regulations, carry out procedures with competent authorities to implement the above-mentioned activity assigned by the General Meeting of Shareholders.
 - 7.2.2. Assign the Chairman of the Board of Directors of Techcombank to make decision on the implementation of necessary procedures to carry out the purchase of privately-placed shares of Techcom Securities (TCBS) according to the Board of Directors' decision and in compliance with the rules and regulations of relevant State authority, including but not limited to:
 - 7.2.2.1. Direct the Chief Executive Officer to complete the necessary procedures for Techcombank to implement the plan to buy the privately-placed shares of Techcom Securities (TCBS).
 - 7.2.2.2. Make decision on issues and perform other necessary tasks to implement the Resolution.
 - 7.3. The Resolution is effective indefinitely from the date of issuance until amended or replaced by another resolution of Techcombank's General Meeting of Shareholders.
 8. Approve the plan for increasing charter capital of 2023, and other related issues at the request of the Board of Directors in Proposal No. ____/2023/HĐQT-TCB dated __/__/2023:

- 8.1. To approve the issuance plan of 5,272,297 shares to the employees under the Employee Stock Option Program of Techcombank in 2023.
- 8.2. To approve/agree that all existing shareholders of Techcombank waive their pre-emption right in respect of the shares issued to the Selected Employees under the Employee Stock Option Program of Techcombank in 2023.
- 8.3. To approve 2023 plan to increase charter capital through the share issuance under the Employee Stock Option Programs; accordingly the charter capital of Techcombank increases from 35,172,385,140,000 VND (*in words: thirty-five trillion, one hundred and seventy-two billion, three hundred and eighty-five million, one hundred and forty thousand dong*) to 35,225,108,110,000 VND (*in words: thirty-five trillion, two hundred twenty-five billion two hundred and twenty-five million one hundred and eight thousand dong*) corresponding to the total par value of the shares issued under the Employee Stock Option Program of Techcombank in 2023.
- 8.4. To approve the amendment to Article 18 of Techcombank's Charter which regulates the charter capital relevant to 2023 charter capital increase under Article 9 hereof;
- 8.5. To approve the registration of additional depository for 5,272,297 shares with the Vietnam Securities Depository and additional listing of such shares with the Ho Chi Minh Stock Exchange (or competent organizations and agencies at the time of this depository or listing) in respect of all the additionally issued shares under the Employee Stock Option Program of Techcombank in 2023, including the notice on adjustment of the type of securities from unvested to vested after the vesting period;
- 8.6. The Board of Directors takes full responsibility for deciding the following:
 - 8.6.1. Approve the criteria for, and the list of, selected employees, as well as principles of determining the number of shares to be distributed to each such employee;
 - 8.6.2. Approve and supervise the issuance of shares under Techcombank's ESOP of 2023, including but not limited to implementation timelines and disposal of unsold shares;
 - 8.6.3. Approve a plan for ensuring that the issuance of shares under Techcombank's ESOP of 2023 complies with regulations on foreign ownership ratios;
 - 8.6.4. Decide charter capital and the exact actual number of additional shares (if there is any change) compared to that set out in the submitted charter capital increase plan, based on actual issuance of shares under Techcombank's ESOP of 2023;
- 8.7. The Chairman of the Board of Directors ensures accountability for implementation, and may authorize the Chief Executive Officer to adopt necessary actions and procedures for

implementing Techcombank's ESOP of 2023 and issuing shares accordingly as per approval by the General Shareholders' Meeting (except for matters with the purview of the Board of Directors), including but not limited to:

- 8.7.1. Approve and resolve issues related to the issuance of shares under Techcombank's ESOP of 2023, and carry out necessary procedures with competent state regulators in accordance with the law, including but not limited to registration of an increase of charter capital with the State Bank of Vietnam, submission of reports on share issuance and share issuance under Techcombank's ESOP of 2023 to the State Securities Commission of Vietnam;
 - 8.7.2. Oversee share issuance under Techcombank's ESOP of 2023, communicate about the program content; and propose amendment to, and/or supplementation of, the program, if necessary;
 - 8.7.3. Propose adjustment (if any) of the list of employees eligible for Techcombank's ESOP of 2023, stock options, and the number of shares distributed to each such employee, and submit it to the Board of Directors for approval;
 - 8.7.4. Decide to act on related issues at the request of competent state regulators to complete necessary procedures for the issuance of shares under Techcombank's ESOP of 2023;
 - 8.7.5. Decide and sign contracts, transaction documents and related documents for the issuance of shares under Techcombank's ESOP of 2023;
 - 8.7.6. Decide, supervise, and sign necessary documents and records used for adoption of procedures for increase charter capital, depository registration (including announcement of change of securities types, from unvested to vested shares after the vesting period) and additional listing of shares actually issued under Techcombank's ESOP of 2023 in accordance with the law, including those for amending the Operating License, Charter, Enterprise Registration Certificate, depository registration, additional listing of all shares after issuance, and other relevant procedures; work with, and explain to, relevant authorities and units, about such registration and listing and other issues related to such registration and listing;
 - 8.7.7. Decide and act on other issues related to the issuance of shares to employees under Techcombank's ESOP of 2023, increase of charter capital, amendment to the Charter, adjustment of foreign ownership ratios, and other issues as per approval/resolution by the General Shareholders' Meeting set forth herein.
9. Approve Techcombank's foreign ownership ratio and amend the Techcombank Charter at the request of the Board of Directors in Proposal No. ___/2023/HĐQT-TCB dated ___/___/2023:

9.1. Approve the adjustment of Techcombank’s maximum foreign ownership ratio, from 22.4595% to 22.4860%, which takes effect on the closing date of share issuance under Techcombank’s ESOP of 2023;

9.2. Approve the amendment of Clause 5, Article 22 of Techcombank’s amended Charter of 2023 as follows: “Techcombank’s maximum foreign ownership ratio is 22.4860%.”

The amended Charter according to Article 10 hereof takes effect from the conclusion of share issuance under Techcombank’s ESOP of 2023 as per Point đ, Clause 12, Article 3 of Decree 155/2021/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

9.3. The Board of Directors hereby assigns the Chairman of the Board of Directors full responsibility to decide the following:

9.3.1. Amend the provision on the maximum foreign ownership ratio in the Charter as per approval by the General Shareholders’ Meeting, and carry out procedures for adjustment/registration, announcement, notification of, the amended Charter and change of the maximum foreign ownership ratio provided for in the Charter, at competent authorities, and prepare a plan for ensuring compliance with laws on foreign ownership ratios;

9.3.2. Decide to act on other issues related to the adjustment of foreign ownership ratios, amendment to the Charter, and other issues as per approval/resolution by the General Shareholders’ Meeting set forth herein.

Article 2: This Resolution takes effect from the date of its approval by the Annual General Shareholders’ Meeting of 2023, which convenes on the aforementioned date.

Article 3: The Board of Directors of Vietnam Technological and Commercial Joint-Stock Bank and relevant units and individuals take responsibility for implementing the Resolution of the Annual General Shareholders’ Meeting of 2023.

**FOR AND ON BEHALF OF THE GENERAL
SHAREHOLDERS’ MEETING
CHAIRMAN OF THE BOARD OF DIRECTORS –
CHAIRPERSON OF THE MEETING**

Ho Hung Anh